



Honworld Group Limited
老恒和釀造有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號: 2226

老
恒
和

Interim Report 中期報告
2014

* For identification purposes only 僅供識別

“LAO HENG HE”, A BRAND WITH A HISTORY OF MORE THAN 130 YEARS
PANAMA — PACIFIC INTERNATIONAL EXPOSITION GOLD AWARD FOR
CONDIMENT PRODUCTS

「老恒和」，源自傳承，品牌歷史超過130年
巴拿馬博覽會金獎產品



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Weizhong (*Chairman and CEO*)
Mr. Sheng Mingjian
Mr. Wang Chao

Non-executive Director

Mr. Zhang Bihong

Independent Non-executive Directors

Mr. Shen Zhenchang
Mr. Lei Jiasu
Mr. Ma Chaosong

COMPANY SECRETARY

Mr. Au Wai Keung

AUTHORISED REPRESENTATIVES

Mr. Chen Weizhong
Mr. Au Wai Keung

AUDIT COMMITTEE

Mr. Ma Chaosong (*Chairman*)
Mr. Lei Jiasu
Mr. Shen Zhenchang

REMUNERATION COMMITTEE

Mr. Shen Zhenchang (*Chairman*)
Mr. Lei Jiasu
Mr. Ma Chaosong

董事會

執行董事

陳衛忠先生 (主席及首席執行官)
盛明健先生
王超先生

非執行董事

張弼弘先生

獨立非執行董事

沈振昌先生
雷家驕先生
馬朝松先生

公司秘書

區偉強先生

授權代表

陳衛忠先生
區偉強先生

審核委員會

馬朝松先生 (主席)
雷家驕先生
沈振昌先生

薪酬委員會

沈振昌先生 (主席)
雷家驕先生
馬朝松先生

CORPORATE INFORMATION (CONTINUED)

公司資料(續)

NOMINATION COMMITTEE

Mr. Lei Jiasu (*Chairman*)
Mr. Ma Chaosong
Mr. Shen Zhenchang

提名委員會

雷家驩先生 (主席)
馬朝松先生
沈振昌先生

AUDITORS

Ernst & Young
Certified Public Accountants
22nd Floor
1 Tim Mei Avenue
Central
Hong Kong

核數師

安永會計師事務所
執業會計師
香港
中環
添美道1號
22樓

REGISTERED OFFICE

Circket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

註冊辦事處

Circket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Balidian Town
Food and Industrial Park
Wuxing District, Huzhou City
Zhejiang 313000, PRC

中國總部及主要營業地點

中國浙江省
湖州市吳興區
八里店鎮食品工業園
郵編：313000

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 606-607, 6th Floor
China Merchants Building
152-155 Connaught Road Central
Sheung Wan
Hong Kong

香港主要營業地點

香港
上環
干諾道中152-155號
招商局大廈6樓
606-607室

CORPORATE INFORMATION (CONTINUED)

公司資料(續)

PRINCIPAL BANKERS

Shanghai Pudong Development Bank Co., Ltd.
Huzhou Branch
No. 120, Tiyuchang Road
Huzhou City, Zhejiang Province
PRC

Industrial and Commercial Bank of China Limited
Zhili Branch
No. 583, 587, 589 Zhenbei Road
Zhili Town
Huzhou City, Zhejiang Province
PRC

Bank of Jiaxing Co., Ltd.
No. 409, Jianguo South Road
Jiaxing City, Zhejiang Province
PRC

LEGAL ADVISORS

As to Hong Kong Law

Chen & Associates
(in association with Wilson Sonsini Goodrich &
Rosati, Professional Corporation)
Unit 1001, 10/F, Henley Building
5 Queen's Road Central
Hong Kong

As to Cayman Islands Law

Conyers Dill & Pearman (Cayman) Limited
Cricket Square, Hutchions Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

主要往來銀行

上海浦東發展銀行股份有限公司
湖州支行
中國
浙江省湖州市
體育場路120號

中國工商銀行股份有限公司
織里支行
中國
浙江省湖州市
織里鎮
珍貝路583、587、589號

嘉興銀行股份有限公司
中國
浙江省嘉興市
建國南路409號

法律顧問

香港法律

Chen & Associates
(聯合威爾遜·桑西尼·古奇·羅沙迪
律師事務所)
香港
中環皇后大道中5號
衡怡大廈10樓1001室

開曼群島法律

Conyers Dill & Pearman (Cayman) Limited
Cricket Square, Hutchions Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

CORPORATE INFORMATION (CONTINUED) 公司資料(續)

COMPLIANCE ADVISOR

TC Capital Asia Limited
Suite 1904, 19/F, Tower 6, The Gateway
Harbour City, Tsim Sha Tsui
Kowloon, Hong Kong

合規顧問

天財資本亞洲有限公司
香港九龍
尖沙咀海港城
港威大廈6座19樓1904室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

主要股份過戶登記處

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港證券登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712–1716室

STOCK CODE

Stock code: 2226
Board lot: 500

股份代號

股份代號：2226
買賣單位：500

WEBSITE

<http://www.hzlaohenghe.com>

網址

<http://www.hzlaohenghe.com>

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

According to the report dated May 2014 prepared by China Condiment Industrial Association in relation to the top 100 China condiment brand enterprise and analysis of the 2013 data statistics summary (the “**China Condiment Industrial Association Report**”), Honworld Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is the largest manufacturer of cooking wine in the People’s Republic of China (the “**PRC**” or “**China**”), with a market share of approximately 47.1% in value terms and 31.2% in volume terms in 2013. The Company offers high quality and healthy cooking wine, and other condiments, including soy sauce and vinegar.

During the first half of 2014, the sales of high-end and mid-to-high end products maintains its strong growth rate due to expanding distribution regions. Meanwhile, the mid-range products benefited from further brand promotion after the Company’s listing in Hong Kong, and as a result generated faster growth in terms of sales. During the first half of 2014, the Company was duly granted the National New and Advanced Technology Enterprise Qualification. The Company continues its effort in the research and development of its products; during the first half of 2014, the Company introduced two new products including lees cooking wine and shrimp paste soy sauce, reinforcing its market leading position. Since 1 June 2014, the Company raised the price of some of its mid-range products by 25% due to market demand and supply factors. Products such as Lao Heng He Cooking Wine, Five Spices Cooking Wine, and Scallion & Ginger Cooking Wine had its price adjusted, but still maintaining its market leading position. For the six months ended 30 June 2014, revenue of the Group amounted to RMB297.5 million (30 June 2013: RMB220.7 million), representing an increase of approximately 34.8% as compared to the corresponding period in 2013.

業務回顧

根據中國調味品協會於二零一四年五月編製的一份有關中國調味品品牌企業100強及二零一三年年度數據統計匯總分析報告(「**中國調味品協會報告**」)，老恒和釀造有限公司(「**本公司**」)，連同其附屬公司統稱「**本集團**」)是中華人民共和國(「**中國**」)最大的料酒生產商，按金額及數量計，二零一三年本集團所佔市場份額分別為約47.1%及31.2%。本公司供應優質、健康的料酒及包括醬油和醋在內的其他調味品。

從二零一四年上半年情況看，高端及中高端產品銷售隨著經銷區域增加，依然保持持續增長。同時，受益於品牌在本公司於香港上市後進一步推廣的中端產品，在市場銷售上獲得更快地增長速度。於二零一四年上半年，本公司正式獲批准國家高新技術企業資質。本公司繼續致力於研發產品，於二零一四年上半年，本公司推出兩項新產品，包括香糟料酒及蝦籽醬油，以鞏固其市場領導地位。自二零一四年六月一日起，本公司根據市場供需因素將部分中端產品價格調高25%。儘管老恒和料酒、五香料酒及蔥薑料酒等產品的價格有所調整，但其仍處於市場領導地位。截至二零一四年六月三十日止六個月，本集團收入達到人民幣297.5百萬元(二零一三年六月三十日：人民幣220.7百萬元)，較二零一三年同期增長約34.8%。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

FINANCIAL REVIEW

Overview

The key financial indicators of the Group are as follows:

財務回顧

概覽

本集團主要財務指標如下：

		Six months ended 30 June 截至六月三十日止六個月		Period- to-period change 按期變動 (%)
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	
Income statement items	收益表項目			
Sales	銷售額	297,478	220,672	34.8%
Gross profit	毛利	168,936	129,429	30.5%
Profit attributable to owners of the Company	本公司擁有人應佔利潤	89,887	72,238	24.4%
EBITDA	除利息、稅項、折舊及攤銷前利潤	123,672	97,783	26.5%
Earnings per share (RMB cents) (Note a) — basic and diluted	每股盈利(人民幣分)(附註a) — 基本及攤薄	18.2	19.3	(5.7%)
Selected financial ratios	節選財務比率			
Gross profit margin (%)	毛利率(%)	56.8%	58.7%	(3.2%)
Net profit margin attributable to owners of the Company (%)	本公司擁有人應佔淨利潤率(%)	30.2%	32.7%	(7.6%)
EBITDA margin (%)	除利息、稅項、折舊及攤銷前利潤率(%)	41.6%	44.3%	(6.1%)
Gearing ratio (Note b)	資本負債比率(附註b)	N/A	69.1%	N/A

Notes:

- (a) Please refer to Note 8 to the financial statements for the calculation of earnings per share.
- (b) The gearing ratio was based on net debt divided by total equity and net debt. Net debt includes total debt net of cash and cash equivalents.

附註：

- (a) 有關每股盈利的計算方法，請參閱財務報表附註8。
- (b) 資本負債比率按淨債務除以總權益及淨債務計算。淨債務包括總債務減現金及現金等價物。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

Revenue

During the six months ended 30 June 2014, the revenue of the Group increased by 34.8% from RMB220.7 million for the six months ended 30 June 2013 to RMB297.5 million for the corresponding period of 2014, primarily reflecting an increase in the sales of our cooking wine products, soy sauce products and vinegar products.

Revenue from cooking wine products increased by 26.1% from RMB171.1 million for the six months ended 30 June 2013 to RMB215.7 million for the corresponding period of 2014, reflecting increases in all product lines except for our mass-market cooking wine products, in particular, the demand for our mid-range cooking wine products such as star cooking wine products like Five Spices Cooking Wine (五香料酒), Scallion & Ginger Cooking Wine (蔥薑料酒) and Lao Heng He Cooking Wine (老恒和料酒) grew even faster. At the same time, the Group's high-end products also recorded an increase.

Revenue from the Group's soy sauce products increased by 48.9% from RMB31.7 million for the six months ended 30 June 2013 to RMB47.2 million for the corresponding period of 2014. The increase in sales of the Group's soy sauce products for the first half of 2014 as compared to the corresponding period of 2013 primarily reflected an increase in sales volume and average selling prices for the Group's soy sauce products like Premium Flavored Soy Sauce (鮮上鮮醬油) and Super Soy Sauce (特級醬油).

Revenue from the Group's vinegar products increased by 197.4% from RMB7.8 million for the six months ended 30 June 2013 to RMB23.2 million for the corresponding period of 2014, which was mainly attributable to the growing market demand and the increased production capacity of the naturally-brewed vinegar, such as Rose Rice Vinegar (玫瑰米醋) and Premium Zhejiang Vinegar (上品浙醋).

The Company believes the strong performance of the Group's sales was largely contributed by (i) increasing recognition of the "Lao Heng He" ("老恒和") brand; (ii) growing consumer consciousness of food safety and preference for naturally-brewed cooking wine products which the Company introduced to the market; (iii) rising disposable income level in the PRC; and (iv) the Group's expansion of its distribution network and enhanced marketing and promotion efforts which resulted in further market penetration. During the first half of 2014, the Company newly expanded its market to regions such as Hunan, Guizhou and Jilin.

The Company launched two new products namely lees cooking wine and shrimp paste soy sauce through researching and developing traditional techniques during the first half of 2014.

收入

截至二零一四年六月三十日止六個月，本集團的收入由截至二零一三年六月三十日止六個月的人民幣220.7百萬元增加34.8%至二零一四年同期的人民幣297.5百萬元，主要反映我們料酒產品、醬油產品及醋製品的銷售額增加。

料酒產品的收入由截至二零一三年六月三十日止六個月的人民幣171.1百萬元增加26.1%至二零一四年同期的人民幣215.7百萬元，反映我們除平價料酒產品外的所有產品類別銷量增加，尤其是中端料酒產品(如：五香料酒、蔥薑料酒、老恒和料酒等明星產品)的需求增加更快。同時，本集團高端產品也有所增長。

本集團醬油產品的收入由截至二零一三年六月三十日止六個月的人民幣31.7百萬元增加48.9%至二零一四年同期的人民幣47.2百萬元。本集團二零一四年上半年醬油產品的銷售額較二零一三年同期增加，主要反映本集團醬油產品(如鮮上鮮醬油、特級醬油)的銷量及平均售價增加。

本集團醋製品的收入由截至二零一三年六月三十日止六個月的人民幣7.8百萬元增加197.4%至二零一四年同期的人民幣23.2百萬元，主要由於玫瑰米醋、上品浙醋等天然釀造醋的市場需求不斷增加且產能增加。

本公司認為本集團銷售額的強勁表現很大程度上受惠於：(i)「老恒和」品牌的知名度日益上升；(ii)消費者食品安全意識不斷提升，並更青睞本公司引入市場的天然釀造料酒產品；(iii)中國的可支配收入水平提升；及(iv)本集團拓展其經銷網絡及加強市場推廣力度導致進一步市場滲透。二零一四年上半年公司新增湖南、貴州、吉林等區域市場。

本公司於二零一四年上半年通過研發傳統工藝推出香糟料酒及蝦籽醬油兩種新產品。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

Cost of Sales

The Group's cost of sales increased by 40.9% from RMB91.2 million in the six months ended 30 June 2013 to RMB128.5 million for the corresponding period of 2014, reflecting an increase in all major cost of sales components. The increase in cost of sales was largely in line with the increase in sales revenue.

Gross Profit and Gross Profit Margin

As a result of the foregoing, the Group's gross profit increased by 30.5% from RMB129.4 million in the six months ended 30 June 2013 to RMB168.9 million in the corresponding period of 2014. However, the gross profit margin decreased from 58.7% in the first half year of 2013 to 56.8% for the corresponding period of 2014, primarily due to the increased packaging cost as a result of increased use of new bottles to improve product packaging quality.

Selling and Distribution Expenses

Selling and distribution expenses primarily consisted of advertising expenses, marketing expenses, travelling expenses, and remuneration for our sales employees. The Group's selling and distribution expenses increased from RMB11.1 million during the six months ended 30 June 2013 to RMB16.5 million for the corresponding period of 2014, which was mainly in line with the increase in revenue. The Group's selling and distribution expenses as a percentage of the Group's revenue increased from 5.0% for the six months ended 30 June 2013 to 5.5% for the corresponding period of 2014 as the Group conducted extensive marketing and promotion activities to strengthen the "Lao Heng He" brand recognition and value.

Administrative Expenses

The administrative expenses increased by 31.4% from RMB27.7 million during the six months ended 30 June 2013 to RMB36.4 million for the corresponding period of 2014. This increase mainly reflected expenses related to the listing of the Company amounting approximately to RMB6.9 million.

銷售成本

本集團的銷售成本由截至二零一三年六月三十日止六個月的人民幣91.2百萬元增加40.9%至二零一四年同期的人民幣128.5百萬元，反映所有主要銷售成分的成本增加。銷售成本的增加主要與銷售收入的增加相一致。

毛利及毛利率

由於上述原因，本集團的毛利由截至二零一三年六月三十日止六個月的人民幣129.4百萬元增加30.5%至二零一四年同期的人民幣168.9百萬元。然而，毛利率由二零一三年上半年的58.7%下降至二零一四年同期的56.8%，主要是因為更多採用新瓶提高產品包裝質量導致包裝成本增加所致。

銷售及經銷開支

銷售及經銷開支主要包括廣告開支、營銷開支、差旅開支及我們銷售員工的酬金。本集團的銷售及經銷開支由截至二零一三年六月三十日止六個月的人民幣11.1百萬元增加至二零一四年同期的人民幣16.5百萬元，該等增加與收入的增幅基本一致。本集團的銷售及經銷開支佔本集團收入的百分比由截至二零一三年六月三十日止六個月的5.0%增至二零一四年同期的5.5%，主要由於本集團進行了廣泛的市場推廣活動以加強「老恒和」品牌知名度和價值。

行政開支

行政開支由截至二零一三年六月三十日止六個月的人民幣27.7百萬元增加31.4%至二零一四年同期的人民幣36.4百萬元。該增加主要反映與本公司上市相關開支約人民幣6.9百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

Finance Costs

Finance costs increased by 33.7% from RMB8.6 million during the six months ended 30 June 2013 to RMB11.5 million for the corresponding period of 2014. The increase in finance costs primarily reflected an increase in average bank loans to fulfill the increased purchase of raw material for the expanded production capacity in the first quarter of 2014.

Profit before Tax

As a result of the foregoing, the profit before tax increased by 26.4% from RMB84.5 million during the six months ended 30 June 2013 to RMB106.8 million for the corresponding period of 2014.

Income Tax Expense

Income tax expenses increased by 37.4% from RMB12.3 million during the six months ended 30 June 2013 to RMB16.9 million for the corresponding period of 2014, which was mainly due to the increase in profit before tax. The effective income tax rate was 15.8% and 14.5% for the first half year of 2014 and the corresponding period of 2013, respectively. The increase in the effective income tax rate was mainly due to the expenses from public relationship and investors management activities incurred in Hong Kong that cannot be offset against our revenue. The subsidiaries of the Company in China, Huzhou Laohenghe Brewery Co. Limited and Huzhou Laohenghe Wine Co., Limited, having received the "Certificate of New and Advanced Technology Enterprise", are entitled to the beneficial tax rate of 15% for three years starting from 1 January 2013. As such, the corporate income tax of the Group for the six months ended 30 June 2014 in respect of its operations in the PRC was provided at the rate of 15% (six months ended 30 June 2013: 15%) on the taxable profits.

融資成本

融資成本由截至二零一三年六月三十日止六個月的人民幣8.6百萬元增加33.7%至二零一四年同期的人民幣11.5百萬元。融資成本的增加主要反映了平均銀行貸款的增加，以滿足二零一四年第一季度因擴大產能增購原材料所需。

除稅前利潤

由於上述原因，除稅前利潤由截至二零一三年六月三十日止六個月的人民幣84.5百萬元增加26.4%至二零一四年同期的人民幣106.8百萬元。

所得稅開支

所得稅開支由截至二零一三年六月三十日止六個月的人民幣12.3百萬元增長37.4%至二零一四年同期的人民幣16.9百萬元，主要由於除稅前利潤增長所致。於二零一四年上半年及二零一三年同期，實際所得稅稅率分別為15.8%及14.5%。實際所得稅稅率的增長主要由於香港就公共關係及投資者管理活動產生的費用未能抵扣收入所致。本公司中國附屬公司湖州老恒和釀造有限公司及湖州老恒和酒業有限公司已獲頒發「高新技術企業證書」，並有權自二零一三年一月一日起三年內享受15%的優惠稅率。因此，截至二零一四年六月三十日止六個月，本集團就其中國業務應課稅利潤繳納企業所得稅的稅率為15%（截至二零一三年六月三十日止六個月：15%）。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

Profit for the period attributable to the owners of the Company

Profit attributable to ordinary equity holders of the Company increased by about 24.5% from RMB72.2 million for the six months ended 30 June 2013 to RMB89.9 million for the corresponding period of 2014. Basic earnings per share decreased from RMB19.3 cents for the six months ended 30 June 2013 to RMB18.2 cents for the six months ended 30 June 2014 and net profit margin decreased from 32.7% for the six months ended 30 June 2013 to 30.2% for the corresponding period of 2014. Decrease in earnings per share was attributable to the new shares of the Company (the “Shares”) issued upon the initial public offering (the “IPO”) on 28 January 2014 (the “Listing Date”) and the Shares issued upon exercise of the over-allotment option on 13 February 2014 that resulted in an enlarged share capital. The decrease in net profit margin was primary a result of the decrease in gross profit margin.

FINANCIAL AND LIQUIDITY POSITION

Working Capital Management

A substantial part of the inventories of the Group was contributed by work-in-progress, which mainly represented the base wine, base soy sauce and base vinegar in the brewing period. The inventory turnover days increased from 371 days during the year of 2013 to 585 days during the first half year of 2014, which was primarily a result of significant increase in work-in-progress by RMB165.3 million, or 53.2%. In order to cope with the continuing increase in demand for the cooking wine, soy sauce and vinegar products, utilizing the proceeds from the IPO, the Group expanded its production scale significantly, and the stock of base wine, base soy sauce and base vinegar all recorded a significant increase, to ensure the Group has sufficient work-in-progress stock not only for the short-term product, but also for the expansion in the next few years.

Trade receivables primarily represented the receivables for goods sold to the distributors. Trade receivables turnover days increased from 52 days for the year ended 31 December 2013 to 67 days for the six months ended 30 June 2014, which primarily reflect an increase of sales attributable to Category A and Category B distributors as a percentage of total sales, as these distributors generally have longer credit terms than distributors in other categories, coupled with a decrease of sales attributable to Category D distributors as a percentage of total sales, as Category D distributors generally have to pay in full upon delivery.

本公司擁有人應佔期內利潤

本公司普通權益持有人應佔利潤由截至二零一三年六月三十日止六個月人民幣72.2百萬元增長約24.5%至二零一四年同期的人民幣89.9百萬元。每股基本盈利由截至二零一三年六月三十日止六個月的人民幣19.3分減少至截至二零一四年六月三十日止六個月的人民幣18.2分，而淨利潤率由截至二零一三年六月三十日止六個月的32.7%減少至二零一四年同期的30.2%。每股盈利的減少乃由於本公司於二零一四年一月二十八日(「上市日期」)因進行首次公开发售(「首次公开发售」)而發行新股份(「股份」)及於二零一四年二月十三日因轉換超額配股權而發行股份之經擴大股份所致。淨利潤率的減少主要由於毛利率的減少所致。

財務及流動資金狀況

營運資金管理

本集團存貨的絕大部分為在製品，主要指處於釀造期的基酒，基醬油及基醋。存貨週轉天數由二零一三年的371天增加至二零一四年上半年的585天，主要由於在製品的大幅增加(增加人民幣165.3百萬元或53.2%)。為應對料酒、醬油及醋產品需求的持續增長，利用首次公开发售的所得款項，本集團大幅擴張生產規模，基酒、基醬油及基醋的庫存量均有大幅度增加，從而確保本集團擁有充足在製品儲備，不僅為滿足短期產品需求，亦為未來數年擴張作準備。

貿易應收款項主要指向經銷商售出貨品的應收款項。貿易應收款項的週轉天數由截至二零一三年十二月三十一日止年度的52天增至截至二零一四年六月三十日止六個月的67天，主要反映A類經銷商及B類經銷商應佔總銷售額的百分比增加，乃由於該等經銷商較其他類別經銷商通常擁有較長信貸期，此外，D類經銷商應佔總銷售額的百分比有所下降，原因為D類經銷商通常須於交付時付全款。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

Trade payables represented payables to suppliers for raw materials, like rice, wheat, bean and others. Trade payables turnover days was 63 days for the six months ended 30 June 2014 which was comparable with 65 days for the year ended 31 December 2013.

Capital Commitment

Capital commitment as at 30 June 2014 amounted to approximately RMB14.4 million (30 June 2013: RMB14.2 million), which was mainly related to construction in progress for expansion of plant and advertising contract for marketing events.

Contingent Liabilities

As at 30 June 2014, the Group did not have any material contingent liability.

Pledge of Assets

As at 30 June 2014, the Group's inventory with carrying amount of RMB69.7 million (31 December 2013: RMB70.3 million) were pledged to secure general banking facilities granted to the Group.

Except as disclosed in this report, the Group has not entered into any off-balance sheet guarantees or other commitments to guarantee the payment obligations of any third party. It does not have any interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to it or engages in leasing or hedging or research and development or other services with it.

Inventories

Inventories increased from RMB326.7 million as of 31 December 2013 to RMB497.2 million as of 30 June 2014 primarily due to increase in work in progress, which in turn reflected increased production of base wine, base soy sauce and base vinegar.

貿易應付款項指就原材料(如大米、小麥、豆類及其他材料)應付供應商款項。截至二零一四年六月三十日止六個月期間，貿易應付款項的週轉天數為63天，而截至二零一三年十二月三十一日止年度為65天。

資本承擔

於二零一四年六月三十日，資本承擔約為人民幣14.4百萬元(二零一三年六月三十日：人民幣14.2百萬元)，主要與廠房擴建的在建工程以及就市場營銷事項的廣告合約有關。

或有負債

於二零一四年六月三十日，本集團並無任何重大或有負債。

資產質押

於二零一四年六月三十日，本集團抵押賬面值為人民幣69.7百萬元(二零一三年十二月三十一日：人民幣70.3百萬元)的存貨，作為授予本集團一般銀行融資的擔保。

除本報告所披露者外，本集團並無訂立任何資產負債表外擔保或其他承擔，以擔保任何第三方的付款責任。其並不擁有向其提供融資、流動資金、市場風險或信貸支持，或為其從事租賃或對沖或研發或其他服務的任何未合併實體的任何權益。

存貨

存貨由截至二零一三年十二月三十一日之人民幣326.7百萬元增至截至二零一四年六月三十日之人民幣497.2百萬元，主要由於在製品增加，進而反映基酒基醬油及基醋之產量增加。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

The Group monitors the level of inventory maintained by its distributors on a regular basis. The Group's sales representatives maintain frequent telephone or email communications with each of its Categories A, B and C distributors, review their monthly inventory reports and visit their warehouses on a regular basis. The Group's sales representatives visit its Category A and B distributors' warehouses at least every three months to ensure that they keep optimal stock level and the Groups products are sold to end customers within the shelf life. The Group generally expects its distributors to maintain stock sufficient for 5 to 20 days of supply. In the event a distributor maintains stocks of more than 20 days of supply, the relevant sales representatives will assist such distributor in marketing and promotional activities and suggest smaller-sized orders to be placed for the succeeding periods to minimize excess inventory.

Borrowings

As of 30 June 2014, the Group's total borrowings amounted to RMB217.0 million.

The Group's principal sources of liquidity include cash generated from business operations, proceeds from the IPO, bank and other borrowings. The cash from these sources are primarily used for the Group's working capital and the expansion of production capacity.

The Group conducted its business primarily in China with the majority of its revenue and expenditures denominated in Renminbi. The Group does not have a foreign currency hedging policy. However, the management will monitor the situation and will consider hedging any significant foreign currency exposure should the need arise.

Future Prospects

Looking ahead, despite the uncertainty in the global economic conditions, China's GDP is expected to continue to grow steadily. The Chinese Government is widely expected to reinforce its economic restructuring policies to expand domestic demand. Riding on China's strong economic growth and sustained growth in China's disposable income which coincided with consumer consumption upgrades, due to an increase in consumer spending in the PRC and increasing health and food safety awareness, the Company believes its products trading under the "Lao Heng He" brand will enjoy rapid growth in China.

本集團定期監控其經銷商維持的存貨水平。本集團的銷售代表與其各個A類、B類及C類經銷商保持緊密的電話或電郵聯繫、審閱彼等的月度存貨報告並定期拜訪彼等的倉庫。本集團的銷售代表至少每三個月拜訪一次其A類及B類經銷商的倉庫，以確保彼等維持最佳的存貨水平，並確保本集團的產品在保質期內出售予終端消費者。本集團通常期望其經銷商維持足以供應5至20天的存貨。倘若某經銷商所維持存貨的供應天數超過20天，相關銷售代表將協助該經銷商進行市場推廣及促銷活動，並建議在隨後期間下訂額度較小的訂單，盡量降低過高的存貨。

借貸

截至二零一四年六月三十日，本集團借款總額為人民幣217.0百萬元。

本集團流動資金的主要來源包括業務經營產生的現金、首次公開發售所得款項、銀行及其他借款。來自該等來源的現金主要用於本集團的營運資金及擴大產能。

本集團主要於中國展開其業務，其大部分收益及開支以人民幣計值。本集團並無外幣對沖政策。然而，管理層將監控有關情況，於必要時考慮對沖任何重大外幣風險。

未來前景

展望未來，儘管全球經濟環境存在不明朗因素，預期中國的國內生產總值將穩定維持其增長。普遍分析預計中國政府將加強其經濟重整政策，以擴大內需。憑藉中國經濟強勁增長及中國可支配收入持續增長配合中國消費者支出增長以及健康及食品安全意識增強導致消費者消費升級，本公司認為其「老恒和」牌產品將受惠於該等因素。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

Leveraging on the Company's well known heritage brand "Lao Heng He" which dates back to more than 130 years, extensive distribution network and strong relationship with key distributors, the Company is determined to capture the opportunities brought about by these competitive advantages.

According to a report dated 29 March 2013 prepared by Euromonitor (the "**Euromonitor Report**"), from 2008 to 2012, the PRC cooking wine market grew at a CAGR of 21.5% in terms of production value, and reached RMB5.8 billion in 2012. The historical retail sales value of the total PRC cooking wine market grew at a CAGR of 23.4% from 2008 to 2012. Cooking wine as one of the fastest growing segment in the PRC condiment market, the PRC cooking wine market, in terms of retail sales value, is expected to grow at a CAGR of 20.3% from 2012 to 2017 and reach approximately RMB10.6 billion by 2017, according to the Euromonitor Report. The Company targets to achieve and outperform industry growth rate, and aims to achieve strong growth in its revenue and profit in 2014.

The Company plans to expand its production capacity through the construction of additional production facilities at its headquarters in Huzhou City, Zhejiang Province. The addition of these facilities is expected to allow the Company to increase its stock of base wine to approximately 169 million litres by the end of 2014 fermentation season through increased production. The Company will also continue to improve its research and development capabilities to focus on standardization of the production process, new product development and product improvement.

憑藉本公司可追溯到130多年前的著名老字號「老恒和」、廣闊的經銷網絡及與主要經銷商的牢固關係，本公司決心把握該等全面優勢帶來的機遇。

根據Euromonitor二零一三年三月二十九日發出的報告(「**Euromonitor 報告**」)，二零零八年至二零一二年，中國料酒市場產值的年複合增長率為21.5%，二零一二年產值達到人民幣58億元。二零零八年至二零一二年，中國整個料酒市場的過往零售額按年複合增長率23.4%增長。根據Euromonitor報告，料酒作為中國調味品市場增長最快的分類之一，二零一二年至二零一七年中國料酒市場零售額預期按年複合增長率20.3%增長，並於二零一七年達到約人民幣106億元。本公司的目標為達到及超越行業增長率，並於二零一四年努力實現其收入及利潤的強勁增長。

本公司計劃透過本公司在浙江省湖州市總部建設的新增生產設施擴大其產能。本公司預計該等新增生產設施可以增加產量，在二零一四年發酵季節末將其基酒庫存量提高至約169百萬升。本公司亦將繼續提升研究及開發能力，專注於生產流程標準化、新產品開發及產品改良。

SUPPLEMENTARY INFORMATION

補充資料

SUPPLEMENTARY INFORMATION

Significant Investments Held

There were no significant investments held by the Group as at 30 June 2014 (31 December 2013: nil).

Material Acquisition and Disposal

There was no material acquisition and disposal of subsidiaries and associated companies during the six months ended 30 June 2014.

Plans for Material Investments or Capital Assets

There is no future plans for material investments or capital assets as at 30 June 2014.

Use of Proceeds from the Listing

The Shares were listed on the Main Board of the Stock Exchange on the Listing Date. Net proceeds from the global offering were approximately RMB769.4 million (equivalent to approximately HK\$968.7 million), after deducting the underwriting commission and relevant expenses. As at 30 June 2014, the unused proceeds were deposited in licensed banks in Hong Kong and China.

補充資料

所持重大投資

於二零一四年六月三十日，本集團概無持有任何重大投資(二零一三年十二月三十一日：無)。

重大收購及出售事項

截至二零一四年六月三十日止六個月，概無進行任何重大收購及出售附屬公司及聯營公司事項。

重大投資或資本資產計劃

於二零一四年六月三十日，概無就重大投資及資本資產之未來計劃。

上市所得款項用途

於上市日期，股份於聯交所主板上市。經扣除包銷佣金及有關開支後，全球發售所得款項淨額約為人民幣769.4百萬元(相當於約968.7百萬港元)。於二零一四年六月三十日，尚未動用的所得款項存放於香港及中國持牌銀行。

Purpose	用途	Percentage of total amount	Net proceeds	Utilised amount	Unutilised amount
				(as at 30 June 2014)	(as at 30 June 2014)
		佔總金額百分比	所得款項淨額	已動用金額	尚未動用金額
			RMB million 人民幣百萬元	(於二零一四年六月三十日) RMB million 人民幣百萬元	(於二零一四年六月三十日) RMB million 人民幣百萬元
Purchase of rice towards production of base wine	購買生產基酒的大米	50%	384.7	236.7	148.0
Expansion of production facilities for our cooking wine products	擴建料酒產品生產設施	25%	192.4	97.0	95.4
Repayment of loans	償還貸款	10%	77.0	23.8	53.2
Continued expansion of our distribution network	持續擴張經銷網絡	5%	38.5	13.0	25.5
Working capital and other general corporate purposes	營運資金及其他一般企業用途	10%	76.8	7.0	69.8
Total	總計		769.4	377.5	391.9

SUPPLEMENTARY INFORMATION (CONTINUED)

補充資料(續)

Events after the Reporting Period

On 1 August 2014, the Company announced that a warrant subscription agreement (the **“Warrant Subscription Agreement”**) was entered into between the Company and Power Success Global Investments Limited (**“the Subscriber”**), a limited liability company incorporated in the British Virgin Islands and is wholly owned by Mr. Chan Chi Hung, where the Company has agreed to issue and the Subscriber has agreed to subscribe for 100,000,000 warrants (the **“Warrants”**) at the issue price of HK\$0.1 per Warrant. Each Warrant will entitle holders to subscribe for one Share at a subscription price of HK\$8.00 per Share, subject to adjustment, during a period of 12 months commencing from the date of completion of the Warrant Subscription Agreement. Those funds raised will mainly be used for working capital, improving capability and expenses for products promotion for the Group. On 20 August 2014, The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) has conditionally approved the listing of the 100,000,000 Shares which may be issued on the exercise of the subscription rights attached to the Warrants subject to fulfillment of all other conditions of the Warrant Subscription Agreement.

Employees and Remuneration Policies

As at 30 June 2014, the Group had a total of approximately 249 employees (31 December 2013: 202). The employees' cost including remuneration was RMB6.8 million during the six months ended 30 June 2014 (six months ended 30 June 2013: RMB6.1 million). The remuneration policies, bonus and training programs for employees of our Group were implemented continuously according to policies disclosed in the 2013 Annual Report and no change has been made during the six-month period ended 30 June 2014.

Purchase, Redemption or Sale of Listed Securities of the Company

During the six months ended 30 June 2014, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

報告期後事項

於二零一四年八月一日，本公司宣佈本公司與Power Success Global Investments Limited (「認購方」) (一間於英屬處女群島註冊成立之有限公司，由Chan Chi Hung先生全資擁有) 訂立股權證認購協議 (「認股權證認購協議」)，據此，本公司已同意發行及認購方已同意認購100,000,000份認股權證 (「認股權證」)，發行價為每份認股權證0.1港元。每份認股權證將賦予持有人權利自認股權證認購協議完成日期起計12個月期間按認購價每股8.00港元 (可予以調整) 認購一股股份。該募集資金將主要用於營運資金、提高產能及本集團的產品推廣開支。於二零一四年八月二十日，香港聯合交易所有限公司 (「聯交所」) 已有條件批准100,000,000股股份上市，有關股份於認股權證所附認購權利獲行使時或會發行，惟有關權利須待認股權證認購協議的所有其他條件達成後方可行使。

僱員及薪酬政策

於二零一四年六月三十日，本集團共聘有約249名僱員 (二零一三年十二月三十一日：202名)。僱員成本包括截至二零一四年六月三十日止六個月的薪酬人民幣6.8百萬元 (截至二零一三年六月三十日止六個月：人民幣6.1百萬元)。本集團僱員的薪酬政策、花紅及培訓計劃繼續按照於二零一三年年報披露的政策執行且於截至二零一四年六月三十日止六個月期間內並無變動。

購買、贖回或出售本公司上市證券

截至二零一四年六月三十日止六個月，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

SUPPLEMENTARY INFORMATION (CONTINUED) 補充資料(續)

Liquidity and Financial Resources

As at 30 June 2014, the Group had cash and cash equivalents of RMB484,626,000 (31 December 2013: RMB44,011,000). As at 30 June 2014, the Group had interest-bearing bank borrowings of an aggregate amount of RMB217,000,000 (31 December 2013: RMB233,000,000), which were denominated in RMB, repayable within one year or on demand and interest-bearing from 6.0% to 8.4% per annum. The gearing ratio, calculated as total bank borrowings divided by equity attributable to the shareholders of the Company, amounted to 19.3% (31 December 2013: 78.6%).

Proposed Interim Dividend

The board of directors of the Company (the “**Board**”) proposed not to declare any interim dividend for the six-month period ended 30 June 2014.

Corporate Governance

The Company recognizes the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of the shareholders as a whole.

The Company has adopted the code provisions set out in the Corporate Governance Code (the “**Code**”) contained in Appendix 14 of the Rules (the “**Listing Rules**”) Governing the Listing Of Securities on the Stock Exchange since the Listing Date as its own code to govern its corporate governance practices. The Board also reviews and monitors the practices of the Company from time to time to maintain and improve the high standard of corporate governance practices.

Save for the deviations explained below, the Company has complied with the Code from the Listing Date to the period ended 30 June 2014 (the “**Relevant Period**”).

Provision A.2.1 of the Code provides that the roles of the Chairman and the chief executive officer (the “**CEO**”) should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the CEO should be clearly established and set out in writing.

流動資金及財務資源

於二零一四年六月三十日，本集團現金及現金等價物為人民幣484,626,000元(二零一三年十二月三十一日：人民幣44,011,000元)。於二零一四年六月三十日，本集團計息銀行借款合共為人民幣217,000,000元(二零一三年十二月三十一日：人民幣233,000,000元)，均以人民幣計值，於一年內或應要求償還，年息介乎6.0%至8.4%。資本負債比率乃按銀行借款總額除以本公司股東應佔權益計算，為19.3% (二零一三年十二月三十一日：78.6%)。

建議中期股息

本公司董事會(「**董事會**」)不建議就截至二零一四年六月三十日止六個月期間宣派任何中期股息。

企業管治

本公司認同良好企業管治的重要性，其可加強本公司之管理，同時保障整體股東利益。

自上市日期起，本公司已採納聯交所證券上市規則(「**上市規則**」)附錄十四所載企業管治守則(「**守則**」)所載的守則條文，以作為其本身管治其企業管治常規的守則。董事會亦會不時檢討並監察本公司之守則，以期維持並改善高水平的企業管治常規。

除下述偏離外，自上市日期起至截至二零一四年六月三十日止期間(「**有關期間**」)，本公司已遵守守則。

守則第A.2.1條規定，主席及首席執行官(「**首席執行官**」)的角色應有區分，並不應由一人同時兼任。應明確規定並以書面載列主席及首席執行官之間的責任劃分。

SUPPLEMENTARY INFORMATION (CONTINUED)

補充資料(續)

During the Relevant Period, the positions of the Chairman and the CEO of the Company are held by Mr. Chen Weizhong. Although this deviates from the practice in provision A.2.1 of the Code, where the two positions should be held by two different individuals. Mr. Chen has considerable and extensive experience in the cooking wine industry and management in general. The Board believes that it is in the best interest of the Company to have an executive chairman so the Board can benefit from his knowledge of the business and his capability in leading the Board in discussing the strategy and long-term development of the Group.

From a corporate governance point of view, the decisions of the Board are made collectively by way of voting and therefore the Chairman should not be able to monopolize the voting result. The Board considers that the balance of power between the Board and the senior management can still be maintained under the current structure. The remuneration committee and nomination committee of the Board also regularly review the structure and composition of the Board and will make appropriate recommendations to the Board regarding any proposed changes.

The Board will continue to review and monitor the practices of the Company with an aim to maintaining and implementing a high standard of corporate governance practices.

Model Code for Securities Transactions

The Company has adopted the “Model Code for Securities Transactions by Directors of Listed Issuer” (the “**Model Code**”) set out in Appendix 10 to the Listing Rules as its code of conduct regarding dealings in the securities of the Company by the directors of the Company (the “**Directors**”) and the Group’s senior management who, because of his/her office or employment, is likely to possess inside information in relation to the Group or the Company’s securities.

Upon specific enquiry, all the Directors confirm that they have complied with the Model Code during the Relevant Period. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management of the Group during the Relevant Period.

於有關期間，本公司的主席及首席執行官職務乃由陳衛忠先生擔任。儘管該情況偏離了守則第A.2.1條，即該兩個職務應由兩個不同人士擔任，但由於陳先生總體上在料酒行業及管理方面擁有相當豐富及廣博的經驗，董事會認為首席執行官擔任主席符合本公司的最佳利益，董事會因此可從彼對業務的了解及領導董事會討論本集團的策略及長遠發展的能力中獲益。

從企業管治的層面來看，董事會以投票方式集體作出決策，因此主席不能主導投票結果。董事會認為，目前的架構仍能保持董事會與高級管理層之間的權力平衡。董事會的薪酬委員會及提名委員會亦會定期檢討董事會架構及組成，並將就任何潛在變動向董事會作出適當建議。

董事會將繼續檢討及監控本公司的常規，旨在維持及實行高水平的企業管治常規。

證券交易標準守則

本公司已採納載列於上市規則附錄十之「上市發行人董事進行證券交易之標準守則」(「**標準守則**」)，作為本公司董事(「**董事**」)及本集團高級管理層(因為他的職位或僱傭關係，乃有可能持有有關本集團或本公司證券之內幕消息)有關買賣本公司證券之行為守則。

經過特定詢問後，全體董事確認彼等於相關期間已遵守標準守則。此外，本公司並無發現於有關期間本集團高級管理層有任何違反標準守則的行為。

SUPPLEMENTARY INFORMATION (CONTINUED) 補充資料(續)

Internal Controls

The Board is responsible for maintaining effective internal controls and conducting regular review on the effectiveness of the internal control system of the Company. Procedures have been designed for safeguarding assets against unauthorized use or disposition, maintaining of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance of applicable laws, rules and regulations. However, the system can only provide reasonable but not absolute assurance against misstatements or losses.

The Board is responsible for presenting a balanced and clear assessment of the Group's performance and prospects. Management of the Company provides all relevant information to the Board, giving its members sufficient information and explanation that it needs to discharge their responsibilities.

During the Relevant Period, the Board conducted a review of the effectiveness of the internal control system of the Company, respectively including the adequacy of resources, staff qualifications and experiences, training programs and budget of the Company's accounting and financial reporting function. The Board considers that there are no significant defects in the Company's internal control systems in terms of completeness, reasonableness and effectiveness.

Changes to Information in respect of Directors

During the six months ended 30 June 2014, there was no changes to information which are required to be disclosed and has been disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Hong Kong Listing Rules.

Audit Committee

The Company has an audit committee which was established in accordance with the Code. The audit committee has 3 members, namely Mr. Ma Chaosong, Mr. Lei Jiasu and Mr. Shen Zhenchang. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group, oversee the audit process and perform other duties and responsibilities as assigned by the Board. The audit committee has reviewed the unaudited interim condensed consolidated financial statements for the six months ended 30 June 2014 and recommended its adoption by the Board.

內部監控

董事會負責維持有效的內部控制及定期檢討本公司內部控制系統的有效性。本公司已設計程序，以保障資產免被非法使用或處置，保持恰當的會計記錄以提供可靠之財務資料供內部使用或公佈，及確保遵守適用法律、法規及規例。然而，該系統僅可就防止錯誤陳述或損失提供合理而非絕對的保證。

董事會負責呈列一個有關本集團表現及前景的均衡清晰的評估。本公司管理層向董事會提供一切相關資料，令其成員獲得履行其職責所需的充分資料及解釋。

於有關期間，董事會已分別對本公司內部控制系統的效果進行了一次檢討，包括本公司會計及財務申報職能的資源充足性、員工資格及經驗、培訓計劃及預算。董事會認為，本公司內部控制系統在完整性、合理性及有效性方面概無重大缺陷。

董事資料變動

於截至二零一四年六月三十日止六個月期間，董事根據香港上市規則第13.51(2)條第(a)至(e)段及第(g)段規定須予披露及已披露的資料概無變動。

審核委員會

本公司根據守則設有審核委員會。審核委員會有三名成員，即馬朝松先生、雷家驊先生及沈振昌先生。審核委員會的主要職責為審閱及監督本集團的財務報告程序及內部監控系統、監督審核程序以及履行董事會賦予的其他職責及責任。審核委員會已審閱截至二零一四年六月三十日止六個月之未經審核中期簡明綜合財務報表，並建議董事會予以採納。

SUPPLEMENTARY INFORMATION (CONTINUED)

補充資料(續)

INTEREST OF DIRECTORS AND CHIEF EXECUTIVE IN SECURITIES

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2014, the interests or short positions of the Directors, the chief executives of the Company (the “**Chief Executives**”) and their associates in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”) (the “**Associated Corporations**”), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Name of Director	Long/Short Position	Type of interest	Number of shares or underlying shares held	Approximate percentage of shareholding in the Company
董事姓名	好倉/淡倉	權益類型	持有的股份或相關股份數目	佔本公司持有股份的概約百分比
Chen Weizhong 陳衛忠	Long Position 好倉	Interest in a controlled corporation (Note) 受控法團權益(附註)	278,169,750	53.62%

Note: The 278,169,750 Shares are owned by Key Shine Global Holdings Limited (“**Key Shine**”), a company wholly-owned by Mr. Chen Weizhong. Mr. Chen Weizhong is deemed to be interested in such Shares held by Key Shine under the SFO.

董事及最高行政人員於證券之權益

董事及最高行政人員於股份、相關股份及債券的權益及淡倉

於二零一四年六月三十日，董事及最高行政人員(「最高行政人員」)於本公司或其任何相聯法團(「相聯法團」)(定義見證券及期貨條例「證券及期貨條例」第XV部)的股份、相關股份及債券中擁有須根據證券及期貨條例第352條，登記於本公司存置的登記冊，或須根據標準守則知會本公司及聯交所的權益及淡倉如下：

附註：278,169,750股股份由陳衛忠先生全資擁有的Key Shine Global Holdings Limited(「Key Shine」)持有。根據證券及期貨條例，陳衛忠先生被視為擁有該等股份的權益。

Save as disclosed above, as at 30 June 2014, none of the Directors, the Chief Executives nor their associates had registered an interest or short position in the Shares, underlying Shares or debentures of the Company or any of its Associated Corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一四年六月三十日，概無董事及最高行政人員以及彼等聯繫人於本公司及其相聯法團之股份、相關股份或債券中擁有根據證券及期貨條例第352條需予以存置或根據標準守則須知會本公司及聯交所的權益或淡倉。

SUPPLEMENTARY INFORMATION (CONTINUED) 補充資料(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 30 June 2014, the following corporations/persons (other than the Directors or chief executive of the Company) had an interest or short positions in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions in the Shares and underlying Shares

Name	姓名	Nature of interests 權益性質	Shares held as of date of this annual report 截至本年報日期持有之股份	
			Number of Shares held 持有股份數目	Approximate percentage of the Company's issued Share capital 佔本公司已發行股本概約百分比
Key Shine Global Holdings Limited ⁽³⁾	Key Shine Global Holdings Limited ⁽³⁾	Beneficial owner 實益擁有人	278,169,750	53.62%
Ms. Xing Liyu ⁽¹⁾	邢利玉女士 ⁽¹⁾	Interest of spouse 配偶權益	278,169,750	53.62%
Ms. Ho Ping Tanya	何平女士	Interest of a controlled corporation 受控法團權益	96,830,250	18.67%
Mr. Wong Kin San ⁽²⁾	王建新先生 ⁽²⁾	Interest of spouse 配偶權益	96,830,250	18.67%
Foremost Star Holdings Limited ⁽⁴⁾	Foremost Star Holdings Limited ⁽⁴⁾	Beneficial owner 實益擁有人	96,830,250	18.67%

Notes:

(1) Ms. Xing Liyu is the spouse of Mr. Chen Weizhong. Under the SFO, Ms. Xing Liyu is deemed to be interested in the same number of Shares in which Mr. Chen is interested.

主要股東於證券之權益

於二零一四年六月三十日，下列法團／人士（不包括本公司董事或最高行政人員）於本公司根據證券及期貨條例第336條須備存之登記冊中登記的本公司股份及相關股份中擁有權益或淡倉：

於股份及相關股份之好倉

Name	姓名	Nature of interests 權益性質	Shares held as of date of this annual report 截至本年報日期持有之股份	
			Number of Shares held 持有股份數目	Approximate percentage of the Company's issued Share capital 佔本公司已發行股本概約百分比
Key Shine Global Holdings Limited ⁽³⁾	Key Shine Global Holdings Limited ⁽³⁾	Beneficial owner 實益擁有人	278,169,750	53.62%
Ms. Xing Liyu ⁽¹⁾	邢利玉女士 ⁽¹⁾	Interest of spouse 配偶權益	278,169,750	53.62%
Ms. Ho Ping Tanya	何平女士	Interest of a controlled corporation 受控法團權益	96,830,250	18.67%
Mr. Wong Kin San ⁽²⁾	王建新先生 ⁽²⁾	Interest of spouse 配偶權益	96,830,250	18.67%
Foremost Star Holdings Limited ⁽⁴⁾	Foremost Star Holdings Limited ⁽⁴⁾	Beneficial owner 實益擁有人	96,830,250	18.67%

附註：

(1) 邢利玉女士為陳衛忠先生的配偶。根據證券及期貨條例，邢利玉女士被視為於陳先生所擁有股份中擁有相同股份數目的權益。

SUPPLEMENTARY INFORMATION (CONTINUED)

補充資料(續)

- | | |
|---|--|
| <p>(2) Mr. Wong Kin San is the spouse of Ms. Ho Ping Tanya. Under the SFO, Mr. Wong Kin San is deemed to be interested in the same number of Shares in which Ms. Ho Ping Tanya is interested in.</p> <p>(3) The entire issued share capital of Key Shine is legally and beneficially owned by Mr. Chen Weizhong.</p> <p>(4) The entire issued share capital of Foremost Star Holdings Limited is legally and beneficially owned by Ms. Ho Ping Tanya.</p> | <p>(2) 王建新先生為何平女士的配偶。根據證券及期貨條例，王建新先生被視為於何平女士所擁有股份中擁有相同股份數目的權益。</p> <p>(3) Key Shine的全部已發行股本由陳衛忠先生合法實益擁有。</p> <p>(4) Foremost Star Holdings Limited的全部已發行股本由何平女士合法實益擁有。</p> |
|---|--|

Save as disclosed above, as at 30 June 2014, there was no other corporations/persons (other than the Directors or chief executive of the Company) who had an interest or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文披露者外，於二零一四年六月三十日，概無其他法團／人士（不包括本公司董事或最高行政人員）於本公司根據證券及期貨條例第336條須備存之登記冊中登記的本公司股份或相關股份中擁有權益或淡倉。

Arrangements to purchase shares or debentures

At no time during the six months ended 30 June 2014 was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of the Company or any other body corporate.

購買股份或債券之安排

於截至二零一四年六月三十日止六個月內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何安排，致令本公司董事可藉購入本公司或任何其他法人團體之股份或債務證券（包括債券）而獲益。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

中期簡明綜合損益表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有訂明外，所有金額均以人民幣千元計值)

				Six months ended 30 June	
				截至六月三十日止六個月	
				2014	2013
				二零一四年	二零一三年
				RMB'000	RMB'000
				人民幣千元	人民幣千元
				(Unaudited)	(Unaudited)
				(未經審核)	(未經審核)
REVENUE	收入	4	297,478	220,672	
Cost of sales	銷售成本	5	(128,542)	(91,243)	
Gross profit	毛利		168,936	129,429	
Other income and gains	其他收入及收益	4	2,133	2,587	
Selling and distribution expenses	銷售及經銷開支		(16,459)	(11,115)	
Administrative expenses	行政開支		(36,372)	(27,733)	
Other expenses	其他開支		—	(9)	
Finance costs	融資成本	6	(11,483)	(8,635)	
PROFIT BEFORE TAX	除稅前利潤	5	106,755	84,524	
Income tax expense	所得稅開支	7	(16,868)	(12,286)	
PROFIT FOR THE PERIOD	期內利潤		89,887	72,238	
Attributable to:	下列人士應佔：				
Owners of the Company	本公司擁有人		89,887	72,238	
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股盈利				
Basic and diluted	基本及攤薄				
— For profit for the period	一期內利潤	8	RMB18.2 cents 人民幣18.2分	RMB19.3 cents 人民幣19.3分	

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

中期簡明綜合全面收益表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有訂明外，所有金額均以人民幣千元計值)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
PROFIT FOR THE PERIOD	期內利潤	89,887	72,238
OTHER COMPREHENSIVE INCOME TO BE RECLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS:	於其後期間重新分類至損益的其他全面收入：		
Exchange differences on translation of financial statements of operations outside Mainland China	換算中國內地以外業務財務報表的匯兌差額	11,268	2
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收入總額	101,155	72,240
Attributable to: Owners of the Company	下列人士應佔： 本公司擁有人	101,155	72,240

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

中期簡明綜合財務狀況表

As at 30 June 2014 於二零一四年六月三十日
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

			30 June 2014 二零一四年 六月三十日	31 December 2013 二零一三年 十二月三十一日
		Notes 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	294,499	178,966
Prepaid land lease payments	預付土地租賃款項	11	26,884	23,244
Other intangible assets	其他無形資產		400	407
Prepayments for items of property, plant and equipment	物業、廠房及設備項目之 預付款項		—	1,852
Time deposits	定期存款	15	20	20
Total non-current assets	非流動資產總值		321,803	204,489
CURRENT ASSETS	流動資產			
Inventories	存貨	12	497,193	326,652
Trade receivables	應收貿易款項	13	130,966	88,939
Prepayments, deposits and other receivables	預付款項、按金及其他應收 款項	14	68,106	64,578
Cash and cash equivalents	現金及現金等價物	15	484,626	44,011
Total current assets	流動資產總值		1,180,891	524,180
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易款項	16	100,030	105,891
Other payables and accruals	其他應付款項及應計項目	17	36,005	50,460
Interest-bearing bank borrowings	計息銀行借款	18	217,000	233,000
Due to the ultimate holding company	應付最終控股公司款項		—	461
Tax payable	應繳稅項		10,653	28,918
Total current liabilities	流動負債總額		363,688	418,730
NET CURRENT ASSETS	流動資產淨額		817,203	105,450
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,139,006	309,939

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

中期簡明綜合財務狀況表(續)

As at 30 June 2014 於二零一四年六月三十日

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

		Notes	30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
		附註		
NON-CURRENT LIABILITIES	非流動負債			
Other long term liabilities	其他長期負債	19	4,788	4,862
Deferred tax liabilities	遞延稅項負債		8,751	8,751
Total non-current liabilities	非流動負債總額		13,539	13,613
Net assets	資產淨值		1,125,467	296,326
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	20	1,584	31
Reserves	儲備		1,123,883	253,239
Proposed final dividends	建議末期股息	9	—	43,056
Total equity	權益總額		1,125,467	296,326

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有訂明外，所有金額均以人民幣千元計值)

Attributable to ordinary owners of the Company

本公司普通權益擁有人應佔

		Share Issued capital	premium account	Merger reserve	Capital reserve	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Proposed final dividend	Total equity
		已發行 股本	股份 溢價賬	合併 儲備	資本 儲備	法定 盈餘儲備	匯兌 波動儲備	保留 利潤	建議 末期股息	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2014 (Audited)	於二零一四年 一月一日(經審核)	31	—	(1,000)	7,003	7,362	9	239,865	43,056	296,326
Profit for the period	期內利潤	—	—	—	—	—	—	89,887	—	89,887
Other comprehensive income for the period:	期內其他全面 收益：									
Exchange differences on translation of financial statements of operations outside Mainland China	換算中國內地 以外業務 財務報表的 匯兌差額	—	—	—	—	—	11,268	—	—	11,268
Total comprehensive income for the period	期內全面收入總額	—	—	—	—	—	11,268	89,887	—	101,155
Final 2013 dividend declared	已宣派二零一三年 末期股息	—	—	—	—	—	—	—	(43,056)	(43,056)
Issue of shares	發行股份	1,553	806,694	—	—	—	—	—	—	808,247
Share issue expenses	股份發行開支	—	(37,205)	—	—	—	—	—	—	(37,205)
At 30 June 2014 (Unaudited)	於二零一四年六月 三十日(未經審核)	1,584	769,489*	(1,000)*	7,003*	7,362*	11,277*	329,752*	—	1,125,467

* These reserve accounts comprise the consolidated reserves of RMB1,123,883,000 (31 December 2013: RMB253,239,000) in the interim condensed consolidated statement of financial position.

* 該等儲備賬包括中期簡明綜合財務狀況表中金額為人民幣1,123,883,000元(二零一三年十二月三十一日：人民幣253,239,000元)的綜合儲備。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

中期簡明綜合權益變動表(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有訂明外，所有金額均以人民幣千元計值)

		Attributable to owners of the Company						
		本公司擁有人應佔						
		Issued capital 已發行 股本 RMB'000 人民幣千元	Merger reserve 合併 儲備 RMB'000 人民幣千元	Capital reserve 資本 儲備 RMB'000 人民幣千元	Statutory surplus reserve 法定 盈餘儲備 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌 波動儲備 RMB'000 人民幣千元	Retained profits 保留 利潤 RMB'000 人民幣千元	Total equity 權益 總額 RMB'000 人民幣千元
At 1 January 2013 (Audited)	於二零一三年一月一日 (經審核)	31	10,000	7,003	6,612	—	109,464	133,110
Profit for the year	年內利潤	—	—	—	—	—	72,238	72,238
Other comprehensive income for the period:	期內其他全面收益：							
Exchange differences on translation of financial statements of operations outside Mainland China	換算中國內地以外 業務財務報表的 匯兌差額	—	—	—	—	2	—	2
Total comprehensive income	全面收入總額	—	—	—	—	2	72,238	72,240
Acquisition of equity interest in a subsidiary from controlling shareholders	自控股股東收購 附屬公司股權	—	(11,000)	—	—	—	—	(11,000)
At 30 June 2013 (Unaudited)	於二零一三年六月 三十日(未經審核)	31	(1,000)	7,003	6,612	2	181,702	194,350

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2013 二零一三年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		Notes 附註	
Net cash flows used in operating activities	經營活動所用現金流量淨額		(142,464)
Net cash flows from/(used in) investing activities	投資活動產生/ (使用)現金流量淨額		(123,302)
Net cash flows from financing activities	融資活動產生現金流量淨額		695,113
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額		429,347
Cash and cash equivalents at beginning of period	期初現金及現金等價物		44,011
Effect of foreign exchange rate changes, net	匯率變動影響，淨額		11,268
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等價物		484,626
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	15	415,626
Non-pledged time deposits with original maturity of less than three months when acquired	自購入時原於三個月內到期的無抵押定期存款	15	69,000
Cash and cash equivalents as stated in the statement of financial position and statement of cash flows	財務狀況表及現金流量表所述現金及現金等價物		484,626

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 4 December 2012 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company's registered office address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. During the year, the Company and its subsidiaries (collectively known as the “**Group**”) were principally engaged in the manufacture and sale of condiment products under the brand name of “Lao Heng He” in the People's Republic of China (the “**PRC**”).

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Key Shine Global Holdings Limited, which is incorporated in the British Virgin Islands (“**BVI**”).

On 16 January 2014, the Company issued the Prospectus and launched a public offering of 125,000,000 shares offered at an offer price of HK\$7.15 per share and the capitalisation of 365,000,000 shares (the “**Capitalisation Issue**”). The Company's shares were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 28 January 2014 (the “**Listing**”).

1. 公司資料

本公司於二零一二年十二月四日根據開曼群島《公司法》(一九六一年第三號法例，經綜合及修訂)第22章在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為一間投資控股公司。年內，本公司及其附屬公司(統稱「**本集團**」)主要於中華人民共和國(「**中國**」)從事「老恒和」牌調味品的製造與銷售業務。

董事認為，本公司控股公司及最終控股公司乃於英屬處女群島(「**英屬處女群島**」)註冊成立的Key Shine Global Holdings Limited。

於二零一四年一月十六日，本公司刊發招股章程，並隨後按發售價每股股份7.15港元公開發售125,000,000股股份及進行365,000,000股股份資本化(「**資本化發行**」)。本公司股份於二零一四年一月二十八日在香港聯合交易所有限公司(「**聯交所**」)主板上市(「**上市**」)。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

2.1 BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

These interim condensed consolidated financial statements of the Group for the six months ended 30 June 2014 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (“the Listing Rules”) and International Accounting Standard (“IAS”) 34 “Interim Financial Reporting” issued by the International Accounting Standards Board. These interim condensed consolidated financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

These interim condensed consolidated financial statements do not include all information and disclosures required in the Group’s annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2013.

Significant accounting policies

Except as described below, the accounting policies adopted in the preparation of these interim condensed consolidated financial statements are the same as those used in the Group’s annual consolidated financial statements for the year ended 31 December 2013. The Group has adopted the following new and revised International Financial Reporting Standards (“IFRSs”) for the first time for the current period’s condensed consolidated financial statements.

2.1 編製基準及會計政策

編製基準

本集團截至二零一四年六月三十日止六個月之中期簡明綜合財務報表乃根據聯交所證券上市規則(「上市規則」)附錄16之披露規定以及國際會計準則委員會頒佈的國際會計準則(「國際會計準則」)第34號「中期財務報告」編製。除另有說明外，該等中期簡明綜合財務報表以人民幣(「人民幣」)列報，而當中所有金額均湊整至最接近的千位。

該等中期簡明綜合財務報表不包括本集團年度綜合財務報表所載全部資料及披露要求，且須與本集團截至二零一三年十二月三十一日止年度之年度綜合財務報表一同閱覽。

重大會計政策

除以下所述者外，編製該等中期簡明綜合財務報表所採納之會計政策與本集團截至二零一三年十二月三十一日止年度之年度綜合財務報表所使用者一致。本集團已首次就本期間之簡明綜合財務報表採納以下新訂及經修訂國際財務報告準則(「國際財務報告準則」)。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

2.1 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

Significant accounting policies (Continued)

IFRS 10, IFRS 12 and IAS 27 (Revised) Amendments	Amendments to IFRS 10, IFRS 12 and IAS 27 (Revised) — <i>Investment Entities</i>
IAS 32 Amendments	Amendments to IAS 32 <i>Financial Instruments: Presentation — Offsetting Financial Assets and Financial Liabilities</i>
IAS 39 Amendments	Amendments to IAS 39 <i>Financial Instruments: Recognition and Measurement — Novation of Derivatives and Continuation of Hedge Accounting</i>
IFRIC 21	<i>Levies</i>

The adoption of these new and revised IFRSs has had no significant financial effect on these interim condensed consolidated financial statements.

2.1 編製基準及會計政策(續)

重大會計政策(續)

國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(經修訂)(修訂)	國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(經修訂) — 投資實體之修訂
國際會計準則第32號(修訂)	國際會計準則第32號金融工具：呈列—抵銷金融資產及金融負債之修訂
國際會計準則第39號(修訂)	國際會計準則第39號金融工具：確認及計量—衍生工具更替及對沖會計法之延續之修訂
國際財務報告詮釋委員會第21號	徵費

採納該等新訂及經修訂國際財務報告準則對於該等中期簡明綜合財務報表並無重大財務影響。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

2.2 ISSUED BUT NOT YET EFFECTIVE IFRSS

The Group has not early applied the following new and revised IFRSs that have been issued but are not yet effective, in these unaudited interim condensed consolidated financial statements:

IFRS 9	<i>Financial Instruments</i> ⁴
IFRS 9, IFRS 7 and IAS 39 Amendments	Hedge Accounting and amendments to IFRS 9, IFRS 7 and IAS 39 ⁴
IFRS 11 Amendments	Amendments to IFRS 11 <i>Accounting for Acquisitions of Interests in Joint Operations</i> ²
IFRS 14	<i>Regulatory Deferral Accounts</i> ²
IFRS 15	<i>Revenue from Contracts with Customers</i> ³
IAS 16 and IAS 41 Amendments	Amendments to IAS 16 and IAS 41 <i>Bearer Plants</i> ²
IAS 16 and IAS 38 Amendments	Amendments to IAS 16 and IAS 38 <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ²
IAS 19 Amendments	Amendments to IAS 19 <i>Employee Benefits – Defined Benefit Plans: Employee Contributions</i> ¹
IAS 27 Amendments	Amendments to IAS 27 <i>Equity Method in Separate Financial Statements</i> ²
IFRSs Amendments	<i>Annual Improvements to IFRSs 2010-2012 Cycle</i> ¹
IFRSs Amendments	<i>Annual Improvements to IFRSs 2011-2013 Cycle</i> ¹

¹ Effective for annual periods beginning on or after 1 July 2014

² Effective for annual periods beginning on or after 1 January 2016

³ Effective for annual periods beginning on or after 1 January 2017

⁴ Effective for annual periods beginning on or after 1 January 2018

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application, but is not yet in a position to state whether these new and revised IFRSs will have a significant impact on the Group's results of operations and financial position.

2.2 已頒佈但未生效的國際財務報告準則

本集團並未於該等未經審核中期簡明綜合財務報表內提早應用下列已頒佈但未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第9號	金融工具 ⁴
國際財務報告準則第9號、國際財務報告準則第7號及國際會計準則第39號(修訂)	對沖會計法及國際財務報告準則第9號、國際財務報告準則第7號及國際會計準則第39號之修訂 ⁴
國際財務報告準則第11號(修訂)	國際財務報告準則第11號收購合營業務權益之會計法之修訂 ²
國際財務報告準則第14號	監管遞延賬戶 ²
國際財務報告準則第15號	客戶合約收益 ³
國際會計準則第16號及國際會計準則第41號(修訂)	國際會計準則第16號及國際會計準則第41號生產性植物之修訂 ²
國際會計準則第16號及國際會計準則第38號(修訂)	國際會計準則第16號及國際會計準則第38號澄清可接納之折舊及攤銷方式之修訂 ²
國際會計準則第19號(修訂)	國際會計準則第19號僱員福利—界定福利計劃：僱員供款之修訂 ¹
國際會計準則第27號(修訂)	國際會計準則第27號獨立財務報表之權益方法之修訂 ²
國際財務報告準則(修訂)	國際財務報告準則於二零一零年至二零一二年週期的年度改進 ¹
國際財務報告準則(修訂)	國際財務報告準則於二零一一年至二零一三年週期的年度改進 ¹

¹ 於二零一四年七月一日或之後開始的年度期間生效

² 於二零一六年一月一日或之後開始的年度期間生效

³ 於二零一七年一月一日或之後開始的年度期間生效

⁴ 於二零一八年一月一日或之後開始的年度期間生效

本集團正在評估該等新訂及經修訂國際財務報告準則於初步採用時的影響，然而尚無法說明該等新訂及經修訂國際財務報告準則是否會對本集團的經營業績及財務狀況構成重大影響。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

3. OPERATING SEGMENT INFORMATION 3. 經營分部資料

The Group is principally engaged in the manufacturing and sale of condiment products. For management purposes, the Group operates in one business unit and has one reportable operating segment as follows:

- The food segment manufactures and sells condiment products.

As all of the Group's revenue is derived from sales of its products to the customers in the PRC and all of the Group's identifiable non-current assets are located in the PRC, no geographical information as required by IFRS 8 Operating Segments is presented.

Information about major customers

Revenue amounting to 10 percent or more of the Group's revenue derived from sales to a single customer for the reporting period is set out in the following table:

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
Customer A	客戶A	68,023	40,820
Customer B	客戶B	45,162	25,413
Customer C	客戶C	39,531	24,140
Customer D	客戶D	32,890	27,827
Customer E	客戶E	27,488*	33,264
		213,094	151,464

* Revenue from these customers in the relevant reporting period did not exceed 10 percent of the Group's revenue.

本集團主要從事調味品的生產及銷售業務。就管理而言，本集團以單一業務單位運營，且擁有以下一個可呈報經營分部：

- 食品分部生產及銷售調味品。

由於本集團全部收入均來自向中國客戶銷售其產品，且本集團全部可識別非流動資產均位於中國，故並無根據國際財務報告準則第8號經營分部呈列地域資料。

有關主要客戶之資料

於報告期間，來自單一客戶之銷售且佔本集團收入10%或以上之收入載列於下表：

* 於相關報告期間，來自該等客戶之收入不超過本集團收入之10%。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED) 未經審核簡明綜合中期財務報表附註(續)

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(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

4. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of the Group's revenue, other income and gains is as follows:

4. 收入、其他收入及收益

收入(亦即本集團的營業額)指扣除退貨撥備及貿易折扣後的售出貨品發票淨值。

本集團收入、其他收入及收益分析如下：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收入		
Sale of goods	銷售貨品	297,478	220,672
Other income and gains	其他收入及收益		
Subsidy received	已收補貼	1,250	1,096
Interest income	利息收入	654	—
Gain from sale of materials	材料銷售收益	222	1,485
Others	其他	7	6
		2,133	2,587

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

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For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

5. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

		Six months ended 30 June 截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cost of inventories sold	售出存貨成本	128,542	91,243
Depreciation	折舊	5,154	4,558
Recognition of prepaid land lease payments	確認預付土地租賃款項	280	273
Minimum lease payments under operation leases:	經營租賃項下的最低租賃款項：		
Plant and machinery	廠房及機器	216	194
Employee benefit expense (excluding directors' remuneration):	僱員福利開支 (不包括董事酬金)：		
— Wages and salaries	— 工資及薪金	6,012	5,368
— Pension scheme contributions	— 退休金計劃供款	821	737
		6,833	6,105

5. 除稅前利潤

本集團除稅前利潤乃經扣除下列各項：

6. FINANCE COSTS

		Six months ended 30 June 截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on bank loans wholly repayable within five years	須於五年內悉數償還之銀行貸款利息	11,483	8,635

6. 融資成本

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

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(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

7. INCOME TAX EXPENSE

7. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2013 二零一三年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current — PRC Charge for the period	即期 — 中國 期內支出	16,868	13,265
Deferred	遞延	—	(979)
Tax charge for the period	期內稅務支出	16,868	12,286

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated. Pursuant to the rules and regulations of the Cayman Islands, the Group was not subject to any income tax in the Cayman Islands.

The income tax provision of the Group in respect of its operations in Mainland China has been provided on the taxable profits for the periods, based on the existing legislation, interpretations and practices in respect thereof.

Pursuant to the approval from the National Office of Leading Group for Administration of Hi-tech Enterprise Recognition, Huzhou Laohenghe Brewery Co., Limited and Huzhou Laohenghe Wine Co., Limited were granted the “New and Advanced Technology Enterprise” status and were entitled to the beneficial tax rate of 15% for the three years ending 31 December 2015.

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 June 2013 and 2014.

本集團須就本集團成員公司所處及經營業務的司法權區所產生或賺取的利潤，按實體基準繳納所得稅。根據開曼群島的規則及法規，本集團毋須繳納開曼群島所得稅。

有關本集團中國內地經營業務的所得稅撥備，已經根據相關現行法律、詮釋及慣例對期內應課稅利潤作出撥備。

根據全國高新技術企業認定管理工作領導小組辦公室發出的批文，湖州老恒和釀造有限公司及湖州老恒和酒業有限公司獲得「高新技術企業」資格，並可於截至二零一五年十二月三十一日止三個年度享受15%的優惠稅率。

由於本集團於截至二零一三年及二零一四年六月三十日止六個月並無任何於香港產生的應課稅溢利，故並無計提香港利得稅撥備。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

8. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

8. 本公司普通權益持有人應佔每股盈利

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		RMB 人民幣	RMB 人民幣
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Earnings per share attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔每股盈利	18.2 cents	19.3 cents

The calculation of basic earnings per share is based on the profit attributable to ordinary equity holders of the Company and the weighted average number of shares in issue during the period.

每股基本盈利的計算乃基於本公司普通權益持有人應佔利潤及期內已發行股份加權平均數。

The calculation of basic earnings per share is based on:

每股基本盈利的計算乃基於：

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年	2013 二零一三年
		RMB'000 人民幣千元	RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Earnings	盈利		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	本公司普通權益持有人應佔利潤，用於每股基本盈利計算	89,887	72,238

The weighted average number of ordinary shares in issue during the six months ended 30 June 2013 used in the basic earnings per share calculation is determined on the assumption that the 365,000,000 shares issued in connection through capitalisation of the share premium account arising from the Listing of the Company on 28 January 2014 were in issue since the legal establishment of the Company.

用於計算每股基本盈利的截至二零一三年六月三十日止六個月已發行普通股加權平均數乃基於假設就透過由本公司於二零一四年一月二十八日上市引起的股份溢價賬的資本化而發行的365,000,000股股份自本公司合法成立起已發行而釐定。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED) 未經審核簡明綜合中期財務報表附註(續)

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(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

8. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (Continued)

8. 本公司普通權益持有人應佔每股盈利(續)

Weighted average number of ordinary shares

普通股加權平均數

		Number of shares	
		Six months ended 30 June	
		股份數目	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		'000	'000
		千股	千股
Shares	股份		
Capitalisation upon legal establishment and as at 1 January 2014	於依法成立後及於二零一四年一月一日資本化	375,000	375,000
Effect of shares issued upon placing and public offering on 28 January 2014	於二零一四年一月二十八日根據配售及公開發售已發行股份之影響	105,663	—
Effect of shares issued upon exercise of over-allotment on 13 February 2014	於二零一四年二月十三日因行使超額配股權而發行股份之影響	13,674	—
Weighted average number of ordinary shares	普通股加權平均數	494,337	375,000

9. DIVIDEND

9. 股息

No interim dividend was proposed for the current reporting period.

並無就本報告期間擬派發中期股息。

The 2013 proposed final dividends of RMB43,056,000 were approved by shareholders at the annual general meeting on 28 May 2014 and were distributed in June 2014.

二零一三年建議末期股息人民幣43,056,000元已獲股東於二零一四年五月二十八日股東週年大會上批准，並於二零一四年六月派發。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

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(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

10. PROPERTY, PLANT AND EQUIPMENT 10. 物業、廠房及設備

		30 June	31 December
		2014	2013
		二零一四年	二零一三年
		六月三十日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Opening balance	期初結餘	178,966	131,469
Additions	添置	120,687	57,128
Depreciation	折舊	(5,154)	(9,631)
Closing balance	期末結餘	294,499	178,966

11. PREPAID LAND LEASE PAYMENTS 11. 預付土地租賃款項

		30 June	31 December
		2014	2013
		二零一四年	二零一三年
		六月三十日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Carrying amount at 1 January	於一月一日的賬面值	23,790	24,336
Additions during the period	於期間內添置	4,000	—
Recognised during the period	於期間內確認	(280)	(546)
Carrying amount at period end	於期末的賬面值	27,510	23,790
Less: Current portion included in prepayments, deposits and other receivables	減：計入預付款項、按金及其他應收款項的流動部分	(626)	(546)
Non-current portion	非流動部分	26,884	23,244

The leasehold land is situated in Mainland China and is held under a long term lease.

租賃土地位於中國內地，並根據長期租約持有。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

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(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

12. INVENTORIES

12. 存貨

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Raw materials	原材料	7,899	7,155
Work in progress	在製品	476,384	311,053
Finished goods	成品	12,910	8,444
Total inventories	存貨總額	497,193	326,652

At 30 June 2014, the Group's inventories with a carrying amount of RMB69,700,000 (31 December 2013: RMB70,277,000) were pledged to secure bank loans granted to the Group.

於二零一四年六月三十日，本集團賬面值為人民幣69,700,000元(二零一三年十二月三十一日：人民幣70,277,000元)的存貨用於擔保本集團獲授的銀行貸款。

13. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit. The credit period is generally one to three months.

The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

13. 應收貿易款項

本集團與客戶間的貿易條款以信貸交易為主。信貸期通常為一至三個月。

本集團致力對尚未收回的應收賬款維持嚴格監管，而逾期結餘由高級管理層定期檢討。應收貿易款項為無息。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

13. TRADE RECEIVABLES (Continued)

An aged analysis of the trade receivables of the Group as at the end of the reporting period, based on the credit term, is as follows:

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Within 1 month	1個月以內	67,511	47,774
1 to 3 months	1至3個月	58,298	36,384
3 to 6 months	3至6個月	4,745	4,357
6 months to 1 year	6個月至1年	394	402
Over 1 year	1年以上	18	22
Total	總計	130,966	88,939

13. 應收貿易款項(續)

本集團於報告期末應收貿易款項按信貸期的賬齡分析如下：

14. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Prepayments	預付款項	42,031	40,479
Deposits and other receivables	按金及其他應收款項	26,075	24,099
		68,106	64,578

14. 預付款項、按金及其他應收款項

The above balances are unsecured, interest-free and have no fixed terms of repayment.

上述結餘為無抵押、免息及無固定還款期。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

15. CASH AND CASH EQUIVALENTS AND TIME DEPOSITS

15. 現金及現金等價物及定期存款

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Cash and bank balances	現金及銀行結餘	415,626	44,011
Time deposits	定期存款	69,020	20
		484,646	44,031
Less: Non-pledged time deposits with original maturity of over three months when acquired	減：自購入時原於三個月後到期的無質押定期存款	(20)	(20)
Cash and cash equivalents	現金及現金等價物	484,626	44,011

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

16. TRADE PAYABLES

An aged analysis of the trade payables of the Group as at the end of the reporting period, based on the invoice date, is as follows:

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Within 3 month	3個月以內	67,741	68,090
3 to 6 months	3至6個月	23,925	25,285
Over 6 months	6個月以上	8,364	12,516
		100,030	105,891

Trade payables of the Group are non-interest-bearing and are normally settled on terms of one to three months. The carrying amounts of the trade payables approximate to their fair values.

16. 應付貿易款項

本集團於報告期末應付貿易款項按發票日期的賬齡分析如下：

本集團應付貿易款項不計利息且通常須於一至三個月內結清。應付貿易款項的賬面值與其公平值相若。

17. OTHER PAYABLES AND ACCRUALS

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Other payables	其他應付款項	29,311	39,149
Accruals	應計項目	6,694	8,692
Advances from customers	客戶墊款	—	2,619
		36,005	50,460

The above balances are unsecured, interest-free and other payables have an average term of three months.

上述結餘為無抵押、免息，而其他應付款項平均還款期為三個月。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED) 未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

18. INTEREST-BEARING BANK BORROWINGS

18. 計息銀行借款

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Bank loan — secured, within one year	銀行貸款—有抵押，一年內	217,000	228,000
Other borrowings — secured	其他借款—有抵押	—	5,000
		217,000	233,000

The interest-bearing bank borrowings as at 30 June 2014 were denominated in RMB, repayable within one year and bearing interests at 6.00%/8.40% per annum.

The carrying amounts of the Group's bank loans approximate to their fair values.

於二零一四年六月三十日的計息銀行借款以人民幣計值，須於一年內償還及按照年利率6.00%/8.40%計息。

本集團的銀行貸款賬面值與其公平值相若。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

19. OTHER LONG TERM LIABILITIES

As at 30 June 2014, the actuarial liabilities existing in relation to the retirement benefit obligations for employees who retired prior to the acquisition of Huzhou Laohenghe Brewery Co., Limited by the controlling shareholders and the early retirement obligations for employees who early retired were RMB4,788,000 (31 December 2013: RMB4,862,000). The benefit obligations arising from the plans were unfunded.

The movements of the actuarial liabilities recognised in the statement of financial position are as follows:

19. 其他長期負債

於二零一四年六月三十日，有關於控股股東收購湖州老恒和釀造有限公司前退休的僱員的退休福利責任及提早退休僱員的提早退休責任而存在的精算負債為人民幣4,788,000元(二零一三年十二月三十一日：人民幣4,862,000元)。計劃產生的福利責任為未置存基金。

於財務狀況表內按精算方法計算確認的負債變動如下：

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Carrying amount at beginning of period	期初的賬面值	4,862	5,053
Benefits paid	已付利益	(74)	(191)
At end of period	於期末	4,788	4,862

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED) 未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

20. SHARE CAPITAL

The following is a summary of the authorised share capital and the issued share capital of the Company:

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		US\$'000	US\$'000
		千美元	千美元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Authorised:	法定：		
1,000,000,000 (31 December 2013: 1,000,000,000) ordinary shares of US\$0.0005 each	1,000,000,000股(二零一三年 十二月三十一日：1,000,000,000股) 每股0.0005美元的普通股	500	500

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Issued and fully paid:	已發行及繳足：		
518,750,000 (31 December 2013: 10,000,000) ordinary shares of US\$0.0005 each	518,750,000股(二零一三年 十二月三十一日：10,000,000股) 每股0.0005美元的普通股	1,584	31

The movements in share capital were as follows:

- (a) At the date of incorporation of the Company, its authorised share capital was US\$50,000 divided into 100,000,000 shares of US\$0.0005 each.
- (b) Pursuant to an ordinary resolution passed on 17 December 2013, the authorised share capital of the Company was increased from US\$50,000 to US\$500,000 by the creation of 900,000,000 additional shares of US\$0.0005 each, ranking *pari passu* in all respects with the existing shares of the Company.

本公司法定股本及已發行股本摘要如下：

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		US\$'000	US\$'000
		千美元	千美元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Authorised:	法定：		
1,000,000,000 (31 December 2013: 1,000,000,000) ordinary shares of US\$0.0005 each	1,000,000,000股(二零一三年 十二月三十一日：1,000,000,000股) 每股0.0005美元的普通股	500	500

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Issued and fully paid:	已發行及繳足：		
518,750,000 (31 December 2013: 10,000,000) ordinary shares of US\$0.0005 each	518,750,000股(二零一三年 十二月三十一日：10,000,000股) 每股0.0005美元的普通股	1,584	31

股本變動如下：

- (a) 於本公司註冊成立之日，其法定股本為50,000美元，分為100,000,000股每股0.0005美元的股份。
- (b) 根據於二零一三年十二月十七日通過的一項普通決議案，本公司的法定股本藉增設900,000,000股每股面值0.0005美元的額外股份由50,000美元增加至500,000美元，在所有方面與本公司現有股份享有同等權益。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

20. SHARE CAPITAL (Continued)

- (c) On 28 January 2014, the Company was successfully listed on the Stock Exchange by issuing 125,000,000 shares of US\$0.0005 each at HK\$7.15 per share. As part of the listing 365,000,000 shares were issued by way of capitalisation of share premium on the proceeds from the issue of 125,000,000 shares as stated in share capital as detailed in the Prospectus.

Following the issuance of 490,000,000 shares as described above, the Company's issued share increased from 10,000,000 shares of US\$0.0005 each to 500,000,000 shares of US\$0.0005 each. On the date of the Listing, the Company had 500,000,000 issued shares of US\$0.0005 each.

- (d) On 13 February 2014, the Company allotted and issued 18,750,000 additional shares of US\$0.0005 at HK\$7.15 per share pursuant to the exercise of the over-allotment option by the international underwriter. As at 30 June 2014, the Company has 518,750,000 issued shares of US\$0.0005 each.

20. 股本(續)

- (c) 於二零一四年一月二十八日，本公司按每股7.15港元發行125,000,000股每股面值0.0005美元之股份，於聯交所成功上市。由於上市的365,000,000股股份部分通過資本化來自發行125,000,000股股份(詳情見招股章程股本一節)之所得款項之股份溢價發行。

如上所述，緊隨發行490,000,000股股份後，本公司已發行股份由每股0.0005美元的10,000,000股增加至每股0.0005美元的500,000,000股。於上市日期，本公司擁有每股0.0005美元的500,000,000股已發行股份。

- (d) 於二零一四年二月十三日，根據國際包銷商行使超額配股權，本公司按每股7.15港元配發及發行18,750,000股每股面值0.0005美元之額外股份。於二零一四年六月三十日，本公司擁有518,750,000股每股面值0.0005美元之已發行股份。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED) 未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

20. SHARE CAPITAL (Continued)

(e) A summary of the transactions during the period with reference to the above movements in the Company's issued share capital is as follows:

20. 股本(續)

(e) 參照上述本公司已發行股本變動的期內交易摘要披露如下：

		Number of shares in issue 已發行 股份數目	Issued capital 已發行 股本 RMB'000 人民幣千元	Share premium account 股份 溢價賬 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2013	於二零一三年一月一日	10,000,000	31	—	31
At 31 December 2013 and 1 January 2014	於二零一三年十二月 三十一日及二零一四年 一月一日	10,000,000	31	—	31
Capitalisation issue (note (c))	資本化發行(附註(c))	365,000,000	1,114	—	1,114
Issue of shares in connection with the Listing and exercise of the over-allotment option (notes (c) and (d))	上市發行股份及行使超額 配股權(附註(c)及(d))	143,750,000	439	806,694	807,133
		518,750,000	1,584	806,694	808,278
Share issue expenses	股份發行開支	—	—	(37,205)	(37,205)
At 30 June 2014	於二零一四年六月三十日	518,750,000	1,584	769,489	771,073

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月
(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

21. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its properties and equipment under operating lease arrangements. Leases for properties and equipment are negotiated for terms ranging between one to five years.

At 30 June 2014, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

21. 經營租賃安排

本集團根據經營租賃安排租用若干物業及設備。物業及設備的協定租期介乎一至五年。

於二零一四年六月三十日，本集團根據到期之不可撤銷經營租賃支付之未來最低租賃款項總額如下：

		30 June 2014	31 December 2013
		二零一四年 六月三十日	二零一三年 十二月三十一日
		RMB'000	RMB'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Within one year	一年內	459	369
In the second to fifth years, inclusive	第二年至第五年內(包括首尾兩年)	818	1,104
After five years	五年後	252	336
		1,529	1,809

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED) 未經審核簡明綜合中期財務報表附註(續)

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22. COMMITMENTS

In addition to the operating lease commitments detailed in note 21 above, the Group had capital commitments as follows:

22. 承擔

除上文附註21所詳述的經營租賃承擔外，本集團擁有下列資本承擔：

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Contracted, but not provided for:	已訂約但未計提撥備：		
Plant and machinery	廠房及機器	9,900	3,948
Advertising contracts	廣告合同	4,500	10,258
		14,400	14,206

23. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Group

23. 關聯方交易

本集團主要管理人員的酬金

		Six months ended 30 June 截至六月三十日止六個月 2014 二零一四年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2013 二零一三年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	229	216
Pension scheme contributions	退休金計劃供款	16	14
Total compensation paid to key management personnel	支付予主要管理人員的酬金總額	245	230

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (CONTINUED)

未經審核簡明綜合中期財務報表附註(續)

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24. EVENT AFTER THE PERIOD

Proposed Subscription of Unlisted Warrants under General Mandate

On 1 August 2014, the Company announced that a warrant subscription agreement (the **“Warrant Subscription Agreement”**) was entered into between the Company and Power Success Global Investments Limited (**“the Subscriber”**), a limited liability company incorporated in the British Virgin Islands and is wholly owned by Mr. Chan Chi Hung, where the Company has agreed to issue and the Subscriber has agreed to subscribe for 100,000,000 warrants (the **“Warrants”**) at the issue price of HK\$0.1 per Warrant. Each Warrant will entitle holders to subscribe for one Share at a subscription price of HK\$8.00 per Share, subject to adjustment, during a period of 12 months commencing from the date of completion of the Warrant Subscription Agreement. Those funds raised will be mainly used for working capital, improving capability and expenses for products promotion for the Group. On 20 August 2014, The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) has conditionally approved the listing of the 100,000,000 Shares which may be issued on the exercise of the subscription rights attached to the Warrants subject to fulfillment of all other conditions of the Warrant Subscription Agreement.

24. 期後事項

根據一般授權建議認購未上市認股權證

於二零一四年八月一日，本公司宣佈本公司與Power Success Global Investments Limited(「認購方」)(一間於英屬處女群島註冊成立之有限公司，由Chan Chi Hung先生全資擁有)訂立認股權證認購協議(「認股權證認購協議」)，據此，本公司已同意發行及認購方已同意認購100,000,000份認股權證(「認股權證」)，發行價為每份認股權證0.1港元。每份認股權證將賦予持有人權利自認股權證認購協議完成日期起計12個月期間按認購價每股8.00港元(可予以調整)認購一股股份。該募集資金將主要用於營運資金、提高產能及本集團的產品推廣開支。於二零一四年八月二十日，香港聯合交易所有限公司(「聯交所」)已有條件批准100,000,000股股份上市，有關股份於認股權證所附認購權利獲行使時或會發行，惟有關權利須待認股權證認購協議的所有其他條件達成後方可行使。





Honworld Group Limited
 老恒和釀造有限公司*
 Room 606-607, 6/F
 China Merchants Building
 152-155 Connaught Road Central
 Sheung Wan
 Hong Kong
 香港上環干諾道中152-155號
 招商局大廈6樓606-607室

